



United States Bankruptcy Court
Eastern District of California

In re **Shasta Lake Resorts, LP**

Debtor(s)

Case No. **11-37221**
Chapter **11****AMENDMENT COVER SHEET**

Amendment(s) to the following petition, list(s), schedule(s), or statement(s) are attached hereto:

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <input type="checkbox"/> Petition | <input checked="" type="checkbox"/> Statement of Financial Affairs |
| <input checked="" type="checkbox"/> Creditor Matrix | <input type="checkbox"/> Statement of Intention |
| <input type="checkbox"/> List of 20 Largest Unsecured Creditors | <input type="checkbox"/> List of Equity Security Holders |
| <input type="checkbox"/> Schedules (check appropriate boxes). See <i>Instruction #4 below.</i> | |
| <input type="checkbox"/> A <input checked="" type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D <input type="checkbox"/> E <input checked="" type="checkbox"/> F <input type="checkbox"/> G <input type="checkbox"/> H <input type="checkbox"/> I <input type="checkbox"/> J | |
| <input checked="" type="checkbox"/> Summary of Schedules (includes Statistical Summary of Certain Liabilities and Related Data) | |

REQUIRED IF AMENDING SCHEDULE(S) A, B, D, E, F, I, OR J.

Purpose of amendment (check one):

- To add pre-petition creditors, delete creditors, change amounts owed or classifications of debt (**\$26.00 fee required**, provided the judge may, for good cause, waive the charge in any case.) **NOTE:** Lists, schedules and statements that add or change creditors **must** be accompanied by an amended matrix listing only the creditors added or changed.
 No pre-petition creditors were added, creditors deleted, or amounts owed or classifications of debt changed.

NOTICE OF AMENDMENT TO AFFECTED PARTIES

Pursuant to Federal Rule of Bankruptcy Procedure 1009(a), I certify that notice of the filing of the amendment(s) checked above has been given this date to the Trustee in this case, and to any and all entities affected by the amendment, together with a copy of the notice of meeting of creditors, the discharge (if one has been entered), a subsequent notice to file claims (if one has been issued), and any other document affecting the rights of the added creditors. (NOTE: Proof of service, indicating that service has been made, must be filed with the Court.)

Dated:

Attorney's [or Pro Se Debtor's] Signature:

Printed Name:

Jamie P. Dreher 209380

Mailing Address:

621st Capitol Mall, 18th Fl.

Sacramento, CA 95814

DECLARATION BY DEBTOR

I(We), the undersigned debtor(s), hereby declare under penalty of perjury that the information set forth in the amendment(s) attached hereto, consisting of pages, is true and correct to the best of my(our) information and belief.

Dated:

Dated:

David M. Smith

Debtor's Signature

Joint Debtor's Signature

INSTRUCTIONS

1. Use this cover sheet ONLY when filing amended petitions, lists, schedules and statements. ***Do not use an amendment cover sheet when submitting amended plans or amendments to plans.***
2. Include the word "Amended" in the title of each amended document.
3. Amendments to property schedules (A and B), creditor schedules (D,E, and F), or income/expenses schedules (I and J) must be accompanied by an amended Summary of Schedules. Updates to the schedule totals will not be made unless the summary is filed.
4. Amendments to add creditors or change their names/addresses must consist of the amended schedule(s) with a notation to the right of the creditor entry of "A" if the creditor is being added or "C" if it is being changed. Failure to include "A" and "C" notations on amended schedules may result in duplicate or multiple listings on master mailing lists.
5. Amendments which add or change creditors must be accompanied by a separately filed amended matrix containing ONLY the additions/changes so that the creditors may be downloaded into the case. The matrix must not contain the "A" or "C" notations.
6. When e-Filing an amended matrix, you must submit two separate files: a PDF file containing the amendment cover sheet for the matrix, and a text file containing the creditors in the standard master address list format. These two files must be uploaded together.
7. Federal Rule of Bankruptcy Procedure 1009 requires the debtor to give notice of an amendment to the trustee and to any entity affected thereby. Notice of the amendment **WILL NOT** be given by the Clerk's Office. To comply with this requirement, the debtor's attorney or *Pro Se* debtor must give notice to the trustee and any entity affected by the amendment by serving all previous court notices including, but not limited to, the notice of meeting of creditors, discharge of debtor, etc. A proof of service, indicating that service has been made, must be filed with the court.
8. Checks and money orders should be payable to "Clerk, U.S. Bankruptcy Court." (NOTE: No personal checks will be accepted.)

United States Bankruptcy Court
Eastern District of California

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

Chapter 11

SUMMARY OF SCHEDULES - AMENDED

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	502,814.00		
B - Personal Property	Yes	3	11,455,690.10		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		4,498,232.52	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		114,482.34	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		2,196,804.19	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
	Total Assets		11,958,504.10		
		Total Liabilities		6,809,519.05	

United States Bankruptcy Court
Eastern District of California

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

Chapter 11**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDEULE B - PERSONAL PROPERTY - AMENDED

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Umqua Bank Business Banking Account (Checking)	-	75,126.73
		Umqua Bank Business Banking Account (Money Market)	-	1,418,864.84
		Bank of America Account	-	0.00
		Umpqua Bank RAFI Account	-	59,503.06
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **1,553,494.63**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Receivables as booked, less items in No. 21.		133,850.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claim vs. former yard manager Post-closing in true-up for inventory from transfer of operations to lessor at Lake McClure	-	Unknown Unknown
			Sub-Total > (Total of this page)	133,850.00

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Shasta Lake Resorts, LP**
DebtorCase No. 11-37221**SCHEDULE B - PERSONAL PROPERTY - AMENDED**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Operating Permits for Marina and Rental Boat Operations		0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See Attachment B.25 filed 7/13/11.		70,651.87
26. Boats, motors, and accessories.		See Attachment B.26 filed 7/13/11.		7,301,821.40
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Attachment B.28 filed 7/13/11.		100,375.06
29. Machinery, fixtures, equipment, and supplies used in business.		See Attachment B.29 filed 7/13/11.		7,907.03
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		See Attachment B.35 filed 7/13/11. Lake McClure Assets. See Attachment B35.1.		2,040,526.60 247,063.51

Sub-Total > **9,768,345.47**
(Total of this page)

Total > **11,455,690.10**

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

Attachment B35.1

Lake McClure 2011

#	Description	Location	Mfg Serial No	Acquisition Date	Acquisition Value (Int)	Depr (Int)	Prior Accum Depr (Int)	Current YTD Depr (Int)	Accum Depr (Int)	Current Book Value (Int)	Net Last Calc Date (Int)
454 Yukon Denali	from D Smith/WRI	BOATYARD	IGKEK13R4YR1162	9/30/2007	7,000.00	SL 05 00	4,550.00	1,400.00	5,950.00	1,050.00	12/31/2011
464 1976 Vanson Trailer	Launch ski boats only	BOATYARD	29095	9/20/2008	1.00 SL 05 00	0.45	0.20	0.65	0.35	0.35	12/31/2011
2. Trailer for Ski Boat-Shorelander	Launch ski boats only	BOATYARD	39406	10/10/1996	500.00 SL 05 00	500.00	0.00	500.00	0.00	0.00	12/31/2011
8 2000 Ford Ranger-6L15357	Ifty10v8ypb74301	BOATYARD	8/1/2000	15,448.00	SL 05 00	15,448.00	0.00	15,448.00	0.00	0.00	12/31/2011
477 2000 Freightliner Argosy Big Rig	IFUYLWEB1Y1F40.	BOATYARD	12/31/2009	28,804.93	SL 05 00	5,760.99	5,760.99	11,521.98	17,282.95	17,282.95	12/31/2011
491 Big Rig add ons	Asset 477	BOATYARD	1/6/2010	5,332.29	SL 05 00	1,066.46	1,066.46	2,132.92	3,199.37	3,199.37	12/31/2011
495 FORD 1999 E250 PICK UP AND HITCH Boatyard	IFTNG201XXEA407	BOATYARD	2/28/2011	1.00 SL 05 00	0.00	0.00	0.17	0.17	0.83	0.83	12/31/2011
285 Denair Kingpin Tilt Trailer	BOATYARD	ID9FK5435AD03932	8/15/2001	59,998.87	SL 07 00	59,998.87	0.00	59,998.87	0.00	0.00	12/31/2011
286 HSBT (OLD) TRAILER IMPROV	BOATYARD	4/2/2001	1,076.70	SL 05 00	1,076.70	0.00	1,076.70	0.00	0.00	0.00	12/31/2011
287 FLATBED TRAILER made LM-BY	BOATYARD	N/A	8/1/2001	3,014.75	SL 05 00	3,014.75	0.00	3,014.75	0.00	0.00	12/31/2011
289 TANDEM AXLE TRAILER/SMALL B	Launch ski boats only	BOATYARD	1vmhp2013h1003452	12/15/2001	500.00 SL 05 00	500.00	0.00	500.00	0.00	0.00	12/31/2011
290 FREIGHTLINER REPAIRS	BOATYARD	10/1/2001	9,435.56	SL 05 00	9,435.56	0.00	9,435.56	0.00	9,435.56	0.00	12/31/2011
342 1969 Norcal Boat Trailer 9SA7049	For Seadoos	IMDCDYJ122A2021	11/15/2002	200.00	SL 05 00	200.00	0.00	200.00	0.00	0.00	12/31/2011
380 Seadoo Trailer	CA213HL191889	6/10/2004	500.00	SL 05 00	491.67	0.00	491.67	0.00	491.67	8.33	12/31/2011
395 Freightliner Tractor- Doolie Truck	7/31/2007	2,900.00	SL 05 00	2,000.00	0.00	2,000.00	0.00	2,000.00	0.00	0.00	12/31/2011
398 Trailer for Gregor Boat #388	IVMBP2013H100345	3/15/1997	300.00	SL 05 00	300.00	0.00	300.00	0.00	300.00	0.00	12/31/2011
412 Sunbird Trailer VM	IVMBP2013H100345	3/15/1997	134,113.10		104,343.45	8,227.82	112,571.27	21,541.83			
1.3.9.002001 Autos & Trucks											
453 Forklift Repair	From Shasta	IFTHF26L8GPB4301	11/30/2007	4,942.99	SL 10 00	1,524.09	494.30	2,018.39	2,924.60	2,924.60	12/31/2011
463 1986 Ford 3/4 ton PU yellow	BOATYARD	10/24/2008	454.01	SL 05 00	196.73	90.80	287.53	166.48	166.48	166.48	12/31/2011
438 Hyster Lift Repair	BOATYARD	11/1/2006	6,312.59	SL 07 00	3,757.50	901.80	4,659.30	1,653.29	1,653.29	1,653.29	12/31/2011
496 LV Welder Cart Trailer	BOATYARD	F006A07466N	3/9/2011	570.00	SL 05 00	0.00	0.00	0.00	0.00	0.00	12/31/2011
293 HYSTER FORKLIFT h155XL	BOATYARD	5/2/2001	32,809.43	SL 10 00	31,715.76	1,093.67	32,809.43	0.00	32,809.43	0.00	12/31/2011
325 Hyster Forklift-Improvement	On Marina grounds only	515LD22B22A23912.	10/1/2001	1,388.35	SL 07 00	1,388.35	0.00	1,388.35	0.00	0.00	12/31/2011
357 2002 Club Car	On Marina grounds only	515LD22B52A23992.	10/24/2003	3,448.00	SL 10 00	2,471.07	344.80	2,815.87	632.13	632.13	12/31/2011
358 2002 Club Car	On Marina grounds only	515LD22B62A23888C	10/24/2003	3,448.00	SL 10 00	2,471.07	344.80	2,815.87	632.13	632.13	12/31/2011
359 2002 Club Car	On property only	N/A	1/15/1997	0.00	SL 07 00	0.00	0.00	0.00	0.00	0.00	12/31/2011
375 Backhoe				56,821.37		45,995.64	3,614.97	49,610.61	7,210.76		
1.3.9.002002 Mobile Equip/U/ncense											
458 BCS Store Remodel	see note	12/31/2007	3,533.52	SL 10 00	1,060.05	353.35	1,413.40	2,120.12	2,120.12	2,120.12	12/31/2011
11 Buildings Per Escrow		11/1/1993	40,037.00	SL 40 00	17,184.30	1,000.93	18,185.23	21,851.77	21,851.77	21,851.77	12/31/2011
12 Electrical Work		6/15/1994	714.00	SL 40 00	296.50	17.85	314.35	399.65	399.65	399.65	12/31/2011
13 78 x 28 Glass Window		7/1/1998	1,305.00	SL 16 00	1,020.60	81.56	1,102.16	202.84	202.84	202.84	12/31/2011
14 MP Boat Yard		1/1/1999	102,729.00	SL 16 00	77,047.60	6,420.56	83,468.16	19,260.84	19,260.84	19,260.84	12/31/2011
16 BC Str-Roof/Walk In		1/15/1997	11,387.00	SL 16 00	9,964.90	711.69	10,676.59	710.41	710.41	710.41	12/31/2011
19 Improve Mgrs Home		12/31/1998	446.00	SL 16 00	336.80	27.88	364.68	81.32	81.32	81.32	12/31/2011
20 Walker Floor Supply		6/1/1999	274.00	SL 16 00	198.30	17.13	215.43	58.57	58.57	58.57	12/31/2011
22 Blinds for Mngr Home		5/1/1999	856.00	SL 16 00	625.00	53.50	678.50	177.50	177.50	177.50	12/31/2011
23 Repair Deck - Mgr Home		5/1/1999	295.00	SL 16 00	214.40	18.44	232.84	62.16	62.16	62.16	12/31/2011
24 Complete BY Shop Bldg	BOATYARD	7/1/1999	6,820.00	SL 16 00	4,901.50	426.25	5,327.75	1,492.25	1,492.25	1,492.25	12/31/2011
294 BY ELECTRICAL IMPROVEMENTS 'BOATYARD		12/3/2001	1,191.25	SL 12 00	901.70	99.27	1,000.97	190.28	190.28	190.28	12/31/2011
295 IMPROVEMENTS 'SHED & BATHROOMS		6/1/2001	4,350.07	SL 10 00	4,168.84	181.23	4,350.07	0.00	0.00	0.00	12/31/2011
326 Dual Pane Door-BC Store		6/14/2001	582.10	SL 07 00	582.10	0.00	582.10	0.00	0.00	0.00	12/31/2011
327 Boatyard Gravel	BOATYARD	12/1/2001	4,737.56	SL 10 00	4,303.32	434.24	4,737.56	0.00	0.00	0.00	12/31/2011

493 Sharp Minimax ER A415 printer
 314 BY OFFICE DESK FROM JIM
1.3.9.002501 Office Equipment

BOATYARD

4/24/2010 534.99 SL 05 00 71.33 107.00 178.33 356.66 12/31/2011
 6/1/2001 426.70 SL 05 00 401.81 0.00 401.81 24.89 12/31/2011
37,210.71 **20,063.28** **4,714.46** **24,777.74** **12,432.97**

460 Hard Dock Cafe sign	12/31/2007	1,893.31 SL	07 00	811.41	270.47	1,081.88	811.43	12/31/2011
461 Compressor	12/31/2007	1,588.51 SL	07 00	680.79	226.93	907.72	680.79	12/31/2011
437 06 Heater for Marina	12/1/2006	2,657.50 SL	07 00	1,550.20	379.64	1,929.84	727.66	12/31/2011
170 Costco Picnic Table	5/1/1998	655.00 SL	07 00	655.00	0.00	655.00	0.00	12/31/2011
171 Freezer	5/15/1995	461.00 SL	12 00	458.29	0.00	458.29	2.71	12/31/2011
175 Fryer - Propane	12/1/1998	804.00 SL	07 00	804.00	0.00	804.00	0.00	12/31/2011
177 Freezer	5/15/1997	200.00 SL	07 00	200.00	0.00	200.00	0.00	12/31/2011
178 Store Shelving	6/1/1999	2,176.00 SL	07 00	2,175.82	0.00	2,175.82	0.18	12/31/2011
179 Store Disp Racks/Fix	6/1/1999	1,077.00 SL	07 00	1,077.00	0.00	1,077.00	0.00	12/31/2011
180 Store Display Fixtrs	11/1/1999	300.00 SL	12 00	300.00	0.00	300.00	0.00	12/31/2011
1.3.9.002601 Oper Equip/Store	11,812.32		8,712.51	877.04	9,589.55	2,222.77		
462 ProTech Camera System BC Marina	12/31/2007	6,340.00 SL	07 00	2,717.16	905.72	3,622.88	2,717.12	12/31/2011
181 Eqpt. Per Escrow	11/1/1993	5,786.00 SL	12 00	5,784.45	0.00	5,784.45	1.55	12/31/2011
182 Snack Bar - Marina	6/15/1994	40,717.00 SL	12 00	40,716.19	0.00	40,716.19	0.81	12/31/2011
183 Sign / Installation	6/15/1994	3,164.00 SL	12 00	3,164.00	0.00	3,164.00	0.00	12/31/2011
184 4 Picnic Tables	5/15/1995	600.00 SL	12 00	599.67	0.00	599.67	0.33	12/31/2011
188 Chip Warmer	5/16/1996	214.00 SL	12 00	214.00	0.00	214.00	0.00	12/31/2011
192 6 Black Carts - Cheyenne	9/1/1999	1,160.00 SL	07 00	1,160.00	0.00	1,160.00	0.00	12/31/2011
340 Air Compressor for Work Barge	D053102028	1,459.23 SL	07 00	1,459.23	0.00	1,459.23	0.00	12/31/2011
1.3.9.002603 Oper Equip/Marina	59,440.23		55,814.70	905.72	56,720.42	2,719.81		
423 Op Equip - Shop	12/31/2005	15,372.57 SL	07 00	10,980.40	2,196.08	13,176.48	2,196.09	12/31/2011
195 Wirematic 250	11/1/1993	1,706.00 SL	12 00	1,705.11	0.00	1,705.11	0.89	12/31/2011
197 Oper. Eqpt. (Pezzi)	11/1/1993	650.00 SL	12 00	648.78	0.00	648.78	1.22	12/31/2011
198 Shop Purchases	6/15/1994	11,254.00 SL	12 00	11,254.00	0.00	11,254.00	0.00	12/31/2011
199 Tools	11/15/1994	504.00 SL	12 00	504.00	0.00	504.00	0.00	12/31/2011
200 Tools (Davirroy)	11/15/1994	350.00 SL	12 00	349.12	0.00	349.12	0.88	12/31/2011
201 Drill	12/15/1994	848.00 SL	12 00	848.00	0.00	848.00	0.00	12/31/2011
204 Shop Engine Rail	2/15/1997	694.00 SL	07 00	693.68	0.00	693.68	0.32	12/31/2011
205 Pressure Washer	4/15/1997	638.00 SL	07 00	637.21	0.00	637.21	0.79	12/31/2011
208 Facia Table	12/15/1997	615.00 SL	07 00	615.00	0.00	615.00	0.00	12/31/2011
209 Pxair Hawktrdsmn 310	4/1/1999	160.00 SL	07 00	160.00	0.00	160.00	0.00	12/31/2011
210 Pxair Meg Gun 200A	4/30/1999	552.00 SL	07 00	552.00	0.00	552.00	0.00	12/31/2011
212 Fire Extinguishers	1/1/1999	338.00 SL	07 00	337.42	0.00	337.42	0.58	12/31/2011
215 Welder Engine - Airco	11/1/1999	385.00 SL	07 00	384.83	0.00	384.83	0.17	12/31/2011
315 BACKHOE TRANSMISSION & BRAKE O/HAUL/HYSTER SALES	10/1/2001	2,929.07 SL	07 00	2,897.70	0.00	2,897.70	31.37	12/31/2011
316 AIRGAS MILLERMATIC 210 WELDE BOATYARD	9/3/2001	1,691.41 SL	07 00	1,667.25	0.00	1,667.25	24.16	12/31/2011
347 Oil Containment for Shops	12/31/2002	1,259.64 SL	07 00	1,259.64	0.00	1,259.64	0.00	12/31/2011
355 Lubri Sensor-Oil quality Analyzer	6/1/2003	759.80 SL	07 00	759.80	0.00	759.80	0.00	12/31/2011
382 AC Forklift	1/28/2004	5,465.00 SL	12 00	3,149.99	455.42	3,605.41	1,859.59	12/31/2011
391 Shop Inventory Tools	1/31/2004	1,197.69 SL	07 00	1,183.44	14.25	1,197.69	0.00	12/31/2011
393 Marina Link - Terra Access	8/12/2004	2,400.00 SL	07 00	2,200.02	199.98	2,400.00	0.00	12/31/2011
1.3.9.002604 Oper Equip/Shop	49,769.18		42,787.39	2,865.73	45,653.12	4,116.06		
452 Small Airgas NCN	BOATYARD	620.64 SL	07 00	369.42	88.66	458.08	162.56	12/31/2011
470 Airgas Migmaster	BOATYARD	2,133.50 SL	07 00	812.77	304.79	1,117.56	1,015.94	12/31/2011
471 BY - Respirator	BOATYARD	618.59 SL	07 00	228.29	88.37	316.66	301.93	12/31/2011
472 ST-23A Spool Gun	BOATYARD	1,386.11 SL	07 00	495.05	198.02	693.07	693.04	12/31/2011
475 Long work bench fom SLR	BOATYARD	883.06 SL	07 00	147.18	126.15	273.33	609.73	12/31/2011

09	516,88	SL	07 00	79.99	73.84	153.83	363.05	12/31/2011
10	800,00	SL	07 00	114.29	114.29	228.58	571.42	12/31/2011
10	500,00	SL	07 00	65.48	71.43	136.91	363.09	12/31/2011
10	699,71	SL	07 00	49.99	99.96	149.95	549.76	12/31/2011
10	1,688,00	SL	07 00	80.38	241.14	321.52	1,366.48	12/31/2011
10	2,718,75	SL	07 00	32.38	388.39	420.77	2,297.98	12/31/2011
10	1,631,25	SL	07 00	19.43	233.04	252.47	1,378.78	12/31/2011
10	400,00	SL	07 00	4.76	57.14	61.90	338.10	12/31/2011
93	321,00	SL	12 00	321.00	0.00	321.00	0.00	12/31/2011
93	1,886,00	SL	12 00	1,886.00	0.00	1,886.00	0.00	12/31/2011
93	575,00	SL	12 00	575.00	0.00	575.00	0.00	12/31/2011
93	1,288,00	SL	12 00	1,288.00	0.00	1,288.00	0.00	12/31/2011
93	495,00	SL	12 00	495.00	0.00	495.00	0.00	12/31/2011
93	387,00	SL	12 00	385.56	0.00	385.56	1.44	12/31/2011
94	9,524,00	SL	12 00	9,524.00	0.00	9,524.00	0.00	12/31/2011
97	75,00	SL	07 00	48.53	0.00	48.53	26.47	12/31/2011
97	204,00	SL	12 00	204.00	0.00	204.00	0.00	12/31/2011
97	104,00	SL	12 00	104.00	0.00	104.00	0.00	12/31/2011
97	66,00	SL	12 00	66.00	0.00	66.00	0.00	12/31/2011
10	5,818,13	SL	07 00	69.26	831.16	900.42	4,917.71	12/31/2011
11	3,262,50	SL	07 00	0.00	388.39	388.39	2,874.11	12/31/2011
11	334,00	SL	12 00	334.00	0.00	334.00	0.00	12/31/2011
11	99,00	SL	12 00	99.00	0.00	99.00	0.00	12/31/2011
11	93,00	SL	07 00	91.91	0.00	91.91	1.09	12/31/2011
11	1,620,00	SL	07 00	1,618.86	0.00	1,618.86	1.14	12/31/2011
11	289,00	SL	12 00	254.80	24.08	278.88	10.12	12/31/2011
11	160,00	SL	07 00	160.00	0.00	160.00	0.00	12/31/2011
11	48,00	SL	07 00	48.00	0.00	48.00	0.00	12/31/2011
11	91,00	SL	07 00	91.00	0.00	91.00	0.00	12/31/2011
11	873,00	SL	07 00	873.00	0.00	873.00	0.00	12/31/2011
11	60,00	SL	07 00	60.00	0.00	60.00	0.00	12/31/2011
11	58,00	SL	07 00	57.73	0.00	57.73	0.27	12/31/2011
11	70,00	SL	07 00	70.00	0.00	70.00	0.00	12/31/2011
11	79,00	SL	07 00	78.54	0.00	78.54	0.46	12/31/2011
11	65,00	SL	07 00	64.87	0.00	64.87	0.13	12/31/2011
11	3,033,00	SL	07 00	3,032.20	0.00	3,032.20	0.80	12/31/2011
11	65,00	SL	07 00	64.65	0.00	64.65	0.35	12/31/2011
11	254,00	SL	07 00	64.65	0.00	64.65	0.35	12/31/2011
01	3,027,00	SL	07 00	2,908.10	0.00	2,908.10	2,968.10	12/31/2011
01	2,351,78	SL	07 00	2,276.19	0.00	2,276.19	2,276.19	12/31/2011
01	885,10	SL	07 00	885.10	0.00	885.10	885.10	12/31/2011
02	965,30	SL	07 00	965.30	0.00	965.30	965.30	12/31/2011
04	1,261,63	SL	07 00	1,171.51	90.12	1,261.63	0.00	12/31/2011
04	2,491,96	SL	07 00	2,373.33	118.63	2,491.96	0.00	12/31/2011
57,399,89				35,750,12	3,537,60	39,287,72	18,112,17	
98	724,08	SL	07 00	224.12	103.44	327.56	396.52	12/31/2011
95	663,00	SL	12 00	661.11	0.00	661.11	1.89	12/31/2011
01	1,097,06	SL	07 00	1,097.06	0.00	1,097.06	0.00	12/31/2011
02	1,927,69	SL	07 00				1,927,69	0.00

1.3.9.0092605 Oper Equip/Small Tools

469 08 Cribbing BY
282 Angle Iron (Cribbs)
321 CRIBBING MATL/USED 1-3 YEARS
346 Timber for Cribs

BOATYARD
BOATYARD
BOATYARD
BOATYARD

1.3.9.002606 Oper Equip/Rental
Grand Total:

4,411.83	3,909.98	103.44	4,013.42	398.41
<u>1,144,244.06</u>	<u>821,392.75</u>	<u>75,787.80</u>	<u>897,180.55</u>	<u>247,063.51</u>
<u>4,411.83</u>	<u>3,909.98</u>	<u>103.44</u>	<u>4,013.42</u>	<u>398.41</u>

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM			
				C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	
Account No.							
A T & T Payment Center Sacramento, CA 95887-0001	-		5/1/2011 Trade Debt				0.00
Account No. 828432197	-		Trade Debt				
A T & T Mobility PO BOX 6463 Carol Stream, IL 60197	-						165.14
Account No.			Trade Debt				
A&A Portables - NM 201 Roscoe Road Modesto, CA 95357-1828	-						360.06
Account No.			Trade Debt				
AAA RV Appliance Parts 1824 Woolley Way SACRAMENTO, CA 95815	-						86.14
Subtotal (Total of this page)							611.34

38 continuation sheets attached

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W E B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT I N G E NT	UN LI Q U I D A T E D	DIS P U TE D	AMOUNT OF CLAIM
Account No. 2666		Trade Debt				
Acme Rigging 3350 North State St Ukiah, CA 95482	-					4,128.00
Account No.		Trade Debt				
Aflac / Remittance Proc.Serv. 1932 Wynnton Road COLUMBUS, GA 31999-0797	-					370.60
Account No. AUR51		May, June 2011 Trade Debt				
Airgas NCN PO Box 7425 Pasadena, CA 91109-7425	-					2,540.50
Account No. acct 198 471240		Trade Debt				
Alside Supply - LM Associated Materials, LLC 1801 Bell Ave., #50 Sacramento, CA 95838	(C)					2,143.45
Account No.		July 2011 Trade Debt				
American Express PO BOX 0001 LOS ANGELES, CA 90096-8000	-					300.00
Sheet no. <u>1</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			9,482.55

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No. LAKEMC		5/12/2011 Trade Debt				199.38
American Lumber Company 1231 Ninth Street Modesto, CA 95364	-					
Account No. 3 accts - see notes		Trade Debt. Estimated Gas Delivery 7/12/11				
AmeriGas 8455 Commercial Way Redding, CA 96002-3902	-					900.00
Account No.		May, June Trade Debt				
Aramark PO Box 5164 Modesto, CA 95352	-					972.73
Account No. re: Bill Hill Employ		June, July Trade Debt				
Arata Swingle Sodhi & Van Egmond-LM 912 11th Street Modesto, CA 95354	-					1,320.00
Account No.		A				
Armanino McKenna LLP 12667 Alcosta Blvd, Suite 500 San Ramon, CA 94583	(A)					350.00
Sheet no. <u>2</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			3,742.11

In re Shasta Lake Resorts, LP,
DebtorCase No. 11-37221**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNLI QUIDATE D	DIS PUTED	AMOUNT OF CLAIM
Account No. 81102340		May, June Trade Debt				2,850.00
Artic Glacier Inc Payment Processing Center West St Paul, MN 55118	-					
Account No.		Trade Debt				
Associated Energy Systems 8621 South 180th Kent, WA 98032	-					129.62
Account No.		5/3/2011 Trade Debt				
Atwood Rope Mfg 121 N TRINE ST. CANAL WHICHESTER, OH 43110	-					618.24
Account No.		Trade Debt				
Authentic Dealer Inc - SH 1141 E Eighth St Upland, CA 96003	-					547.02
Account No. CIT 2028951		Trade Debt				
Avalon Apparel, Inc. P O Box 1036 Charlotte, NC 28201-1036	-					0.00

Sheet no. 3 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) **4,144.88**

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B J T R	Husband, Wife, Joint, or Community					AMOUNT OF CLAIM
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No.		Trade Debt					70.36
Axner Excavating, Inc. 2900 Old Oregon REDDING, CA 96003	-						
Account No.		5/17/2011 Trade Debt					173.65
Banks Glass - NM P O Box 657 Jamestown, CA 95327	-						
Account No.		5/3/2011 Trade Debt					0.00
Basic Laboratory - SH 2218 Railroad Ave. REDDING, CA 96001	-						
Account No.		May, June Trade Debt					4,640.48
Battery Systems - Redding DEPT 1121 Los Angeles, CA 90084-1121	-						
Account No.		Potential Claim		X	X	X	0.00
Joe and Cathie Bernardi P.O. Box 1925 Nogales, AZ 85628	-						
Sheet no. <u>4</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				4,884.49

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Trade Debt				
Bishop Custom Products - SH PO BOX 22 224 Mellane Circle ORLAND, CA 95963	-					591.41
Account No. Bud Klein Note, 3% interest		Original note @ 2005 for \$946374, paid to bal of 657519.08, sold in part to name Buyout of Partner's interest in Shasta Lake Resorts LP. Note sold to group consisting of Woodard Family Trusts, DMS Property Trust, Cantrell, & Carl 11/30/09		X		24,163.83
Account No. Bud Klein Note, 3% interest		Original note @ 2005 for \$946374, paid to bal of 657519.08, sold in part to name Buyout of Partner's interest in Shasta Lake Resorts LP. Note sold to group consisting of Woodard Family Trusts, DMS Property Trust, Cantrell, & Carl 11/30/09		X		24,163.83
Account No.		Potential Claim	X	X	X	0.00
Joe Brown 11379 Rose Ave. Atwater, CA 95301	-					
Account No.		Correct Address Only				0.00
Scott Burrows 2898 Sunset View Signal Hill, CA 90755	(A)					
Sheet no. <u>5</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				48,919.07

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C DEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UNL IQU IDA TE D	DIS PUTED	AMOUNT OF CLAIM
Account No.							
Calaveras First Company-NM PO Box 1197 San Andreas, CA 95249-1197	-		6/30/11 Trade Debt				656.64
Account No.		A					
Calaveras Lumber P.O. Box 890 Altaville, CA 95221 (A)	-						109.32
Account No.							
Calaveras Visitor's Bureau Box 637 Angels Camp, CA 95222	-		6/2/2011 Trade Debt				50.00
Account No.							
California Custom Docks PO Box 7874 Santa Rosa, CA 95407	-		5/7, 7/1/11 Trade Debt				15,675.66
Account No. Limited Partner Carl							
Don Carl 6333 Pacific #555 Stockton, CA 95207	-		9/30/2009 Subordinated loan to Partnership at Bank's Demand		X		7,900.00
Sheet no. <u>6</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			24,391.62

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UN LIQ UI D ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No. Limited Partner Carl		9/30/2009-5/31/2011 Interest on Subordinated loan to Partnership at Bank's Demand		X		1,669.11
Don Carl 6333 Pacific #555 Stockton, CA 95207	-					
Account No. Bud Klein Note, 5% interest		Original note @ 2005 for \$946374, paid to bal of 657519.08, sold in part to name Buyout of Partner's interest in Shasta Lake Resorts LP. Note sold to group consisting of Woodard Family Trusts, DMS Property Trust, Cantrell, & Carl 11/30/09		X		40,273.05
Don Carl 6333 Pacific #555 Stockton, CA 95207	-					
Account No.		Trade Debt				
Carmona's Appliance Center 905 Mistletoe REDDING, CA 96002	-					201.35
Account No.		Trade Debt				
CCP Industries - NM P O Box 73627 Cleveland, OH 44193	-					497.97
Account No.		6/14/2011 Trade Debt				
Central Valley Propane 25 W Dickenson Ferry Rd Merced, CA 95341	-					860.72

Sheet no. 7 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 43,502.20

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UN LI QU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No. Dot = greeter 032211		6/25/2011 Trade Debt				924.73
Chevron And Texaco Universal Card-SH P O Box 70995 Charlotte, NC 28272-0995	-					
Account No.		Trade Debt				
Chuck's Distributing - NM 4443 Kentucky Avenue Oakdale, CA 95361	-					320.00
Account No. Contract # USA014219		6/1/2011 Trade Debt				
Clear Channel Airports P O Box 847247 Dallas, TX 75284-7247	-					2,087.25
Account No. Cust# 1003744 (shop)		6/6, 6/13/11 Trade Debt				
Coast Distribution System PO BOX 1750 MORGAN HILL, CA 95038-1750	-					811.08
Account No.		Trade Debt				
Color Craft 4750 Caterpillar Rd Suite "F" Redding, CA 96003	-					76.36
Sheet no. <u>8</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			4,219.42

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UN LI QU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.			Trade Debt				
Conexis Human Resourceful P.O. Box 6241 Orange, CA 92863-6241	-						30.00
Account No. account 53157			Trade Debt				
Core-Mark International, Inc. 1520 NATIONAL DRIVE SACRAMENTO, CA 95834	-						806.80
Account No.			6/1/2011 Trade Debt				
CR Water Treatment, Inc. PO BOX 717 LAKEHEAD, CA 96051	-						330.00
Account No. Limited Partner Crete			9/30/2009 Subordinated loan to Partnership at Bank's Demand				
Michael Crete 1826 W. Kettleman Ln, #D Lodi, CA 95242	-			X			318,125.00
Account No. Limited Partner Crete			9/30/2009-5/31/2011 Interest on Subordinated loan to Partnership at Bank's Demand				
Michael Crete 1826 W. Kettleman Ln, #D Lodi, CA 95242	-			X			67,213.45
Sheet no. <u>9</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			<u>386,505.25</u>

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNLI QUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. Customized Services Admin 5251 Viewridge Court San Diego, CA 92123 (A)	-	A				2,822.66
Account No. D/M Heating, A/C & Sheet Metal 8140 Merced Falls Rd Snelling, CA 95369	-	Trade Debt				1,680.00
Account No. Dan's North Valley Trim Shop - SH 6259 Eastside Rd Unit E Redding, CA 96003	-	Trade Debt				300.00
Account No. Delta Rubber - NM PO Box 8302 Stockton, CA 95208-0302	-	Trade Debt				12.59
Account No. Delta Sierra Beverage/Distributing 3700 Finch Road Modesto, CA 95357	-	6/27/2011 Trade Debt				1,422.92

Sheet no. 10 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 6,238.17

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C O D E B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No. cust# 001420		Trade Debt				655.55
Delta Sierra Distributing - LM 3700 Finch Road Modesto, CA 95357-4140	-					
Account No.		Trade Debt				
Dept Of Public Works, CSA-SH Department of Public Works/CSA Div 1855 Placer Street REDDING, CA 96001	(C)					69.00
Account No.		April, May, June 2011 Trade Debt				
Diversified Marine Products P O Box 79582 City of Industry, CA 91716	-					3,981.50
Account No. Cust # LAK2442		Trade Debt				
DM Figley Co, Inc. - LM 10 Kelly Court Menlo Park, CA 94025	-					265.77
Account No. Bud Klein Note, 22% interest		Original note @ 2005 for \$946374, paid to bal of 657519.08, sold in part to name Buyout of Partner's interest in Shasta Lake Resorts LP. Note sold to group consisting of Woodard Family Trusts, DMS Property Trust, Cantrell, & Carl 11/30/09	X			177,201.44
DMS Separate Property Trust 1110 W Kettleman Lane, #20B Lodi, CA 95240	-					
Sheet no. <u>11</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				182,173.26

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							May 2011-June 2011
Account No.							281.00
DMV Renewal PO BOX 942897 SACRAMENTO, CA 94297-0001	-						
Account No. Acct 2560			Trade Debt				
Donlee Pump Company 2825 Railroad Ave Ceres, CA 95307	-						400.99
Account No.		A					
Earthdiver LLC 1245 E. Brickyard Salt Lake City, UT 84106	(A)						3,821.95
Account No.		Trade Debt					
Eastman's West PO BOX 1014 MT. SHASTA, CA 96067	-						61.75
Account No.		6/30/2011 Trade Debt					
David L. Edwards 2040 Shasta St, Suite D Redding, CA 96001	-						175.00

Sheet no. **12** of **38** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) **4,740.69**

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W E B J C T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UNL IQU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		A					
Evergreen Janitorial Supply Inc. - SH 4665 Mountain Lake Blvd. Redding, CA 96003	(A)	-					99.14
Account No. 262246			5/16, 6/13/11 Trade Debt				
Farmer Bros - LM P O Box 79705 City of Industry, CA 91716-9705		-					519.58
Account No. lake mcclure boat yd			June 2011 Trade Debt				
Fastenal Company - LM P O Box 978 Winona, MN 55987-0978		-					822.99
Account No.			Trade Debt				
Fish-N-Map 8535 W. 79th Ave Arvada, CO 80005		-					58.53
Account No.		A					
Foothill Distributing Co. P.O. Box 492800 Redding, CA 96049-2800	(A)	-					143.10
Sheet no. 13 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			1,643.34

In re Shasta Lake Resorts, LP,
Debtor

Case No. 11-37221

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C DEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				AMOUNT OF CLAIM
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No.			Trade Debt				678.75
Foothill Pump Service - NM P O Box 113 San Andreas, CA 95249							
Account No.		A					456.09
Frito Lay 75 Remittance Dr. Suite 1217 Chicago, IL 60675-1217							
Account No.		Trade Debt					42.19
Frontier Auto Supply-NM PO Box 1264 Angels Camp, CA 95222							
Account No.		Trade Debt					2,762.42
Frozen Gourmet, Inc. - SH 5800 Airport Rd REDDING, CA 96002							
Account No.		Trade Debt					1,380.00
George W. Lowry, Inc. PO Box 176 Salida, CA 95368							
Sheet no. <u>14</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			5,319.45

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNLI QUIDAT ED	DISPUTED	AMOUNT OF CLAIM
Account No. 00191504			Trade Debt				
GLOBALINX - (was TMC) 5LINX ENTERPRISES, INC. Los Angeles, CA 90074-9682	-						152.98
Account No.			Trade Debt				
GLOBALINX - SH (was TMC) PO BOX 749682 LOS ANGELAS, CA 90074	-						283.24
Account No.			11/1/2009 Trade Debt				
Golf Cars Etc 10020 Victoria Way Jamestown, CA 95327	-						0.00
Account No.			Trade Debt				
Great Ad-ventures Publishing, Inc. 2057 Mitchell Ave Oroville, CA 95966	-						811.65
Account No. Limited Partner Han			9/30/2009 Subordinated loan to Partnership at Bank's Demand			X	
Michael Han 22300 Jones Valley Marina Dr Redding, CA 96003	-						10,780.00
Sheet no. 15 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			12,027.87

In re Shasta Lake Resorts, LP,
Debtor

Case No. 11-37221

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B J R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNLIQ UIDATE D	DISPUTED	AMOUNT OF CLAIM
Account No. Limited Partner Han			9/30/2009-5/31/2011 Interest on Subordinated loan to Partnership at Bank's Demand		X		2,277.60
Michael Han 22300 Jones Valley Marina Dr Redding, CA 96003	-						
Account No.			Potential Claim		X	X	0.00
Danny Hansen 5226 Enramada Dr. La Grange, CA 95329	-						
Account No.		A					
Happy Campers 330 N. Keene Way Drive Medford, OR 97504	(A)						716.05
Account No. SHST960I			5/2/2011 Trade Debt				
Harbor Freight Tools Credit Dt PO BOX 6010 CAMARILLO, CA 93011-6010	-						140.62
Account No. 8213			5/31/2011 Trade Debt				
Harris Publishing, Inc. 360 B Street Idaho Falls, ID 83402	-						675.00
Sheet no. <u>16</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			3,809.27

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM				
			CONTINGENT	UNLIQUIDATED	DATED	DISPUTED	
Account No.		Trade Debt					
Helmut's Marine 619 Canal St San Rafael, CA 94901	-						91.94
Account No. Claim #14-30529		Labor Commissioner Claim/Asserted Litigation/Subject to Setoff Subject to setoff.	X	X	X		303,000.00
William Hill 1770 Drendel Cir Paradise, CA 95969	-						
Account No. ending 0770							
Home Depot CRC - LM PO Box 6029 The Lakes, NV 88901-6029	-						4,118.09
Account No.		Trade Debt					
Home Depot Credit Services PO BOX 6029 The Lakes, NV 88901-6029	-						1,780.45
Account No.		May, June Trade Debt					
Ron Howenstine-LM P.O. Box 153 Snelling, CA 95369	-						130.00
Sheet no. <u>17</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)					309,120.48

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONT INGE NT	UN LIQ UI D ATE D	DIS PUT ED
Account No.		Trade Debt			
Impressive Print 1705 Walnut Street RED BLUFF, CA 96080	-				702.54
Account No.		A			
Industrial Metals - SH 4821 Mountain Lakes Blvd. Redding, CA 96003 (A)	-				138.01
Account No.		Trade Debt			
InHouse Marketing Group 1905 Park Marina Dr Redding, CA 96001	-				25.00
Account No. Acct 932		Trade Debt			
Interstate Battery System of Redding 1700 E Cypress Redding, CA 96002	-				8,662.40
Account No.		Trade Debt			
Interstate Oil Company - SH 8221 Alpine Ave. SACRAMENTO, CA 95826	-				60.90

Sheet no. **18** of **38** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) **9,588.85**

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C DEBTOR	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		A				
J&S Auto Parts 2304 Churncreek Rd. Redding, CA 96002 <i>(A)</i>						3,214.90
Account No.		A				
J.J. Keller & Assoc. P.O. Box 548 Neenah, WI 54957-0548 <i>(A)</i>						221.90
Account No.		6/30/11 Trade Debt				
Joe Blow T's Inc. - SH P O Box 1036 Charlotte, NC 28201-1036						229.41
Account No. 23888		Trade Debt				
Justus Lawnmower Shop, Inc. 435 S Center St Turlock, CA 95380						74.98
Account No.		May, June Trade Debt				
Keller Supply Company P.O. BOX 34458 SEATTLE, WA 98124-1458						1,203.00
Sheet no. <u>19</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			4,944.19

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W E B J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGEN T	UN LIQUID ATE D	DIS PUTED	AMOUNT OF CLAIM
Account No.							
Kellogg's - LM 45 S. Hwy 59 Merced, CA 95340-6997	-		May, June 2011 Trade Debt				1,350.16
Account No. SLR112KT			Trade Debt				
Kid Tees - SH 4302 Ironton Ave Lubbock, TX 79407	-						303.04
Account No.							
Kystinz Fun Stuff 25180 Kansas Ave LOS MOLINOS, CA 96055	-		May, June 2011 Trade Debt				1,253.90
Account No. 7423							
Labor Commissioner 1770 Drendel Cir Paradise, CA 95969	-		10/1/09 to 11/08/10 Claim #14-30529 Wi, \$32,340	X	X	X	0.00
Account No.							
Leisure Concepts International 2745 N. Kiowa Blvd., #101 Lake Havasu City, AZ 86404	-		April 2011-May 2011 Notice				0.00

Sheet no. 20 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 2,907.10

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING EN T	UN LI QU ID AT ED	DIS PUT ED	AMOUNT OF CLAIM
Account No.		Trade Debt				
Liberty Dist. - SH P O Box 608 Tulare, CA 95329	-					968.17
Account No. 821 3105 043156 3		May, June, July Trade Debt				
Lowe's Business Account PO Box 530970 Atlanta, GA 30353-0970	-					439.91
Account No. acct 010272		Trade Debt				
M T C Distributing 4900 Stoddard Road Modesto, CA 95352-3776	-					1,055.76
Account No. Cust # 043513		Trade Debt				
M T C Distributing 1573 Cummins Dr Modesto, CA 95352-3776	-					1,277.31
Account No.		Notice	X	X	X	
Jeffrey D McKay, aka M&M Prop. c/o Leslie Kalim McHugh Petrulakis Jensen & Friedrich 1130 12th St., Suite B Modesto, CA 95354	-					20,603.86
Sheet no. <u>21</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				24,345.01

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM				
			CONT INGEN T	UNL IQUID ATE D	DIS PUTED		
Account No.		Potential Claim		X	X	X	0.00
Jeff McKay 7613 Spyglass Dr. Modesto, CA 95356	-						
Account No.		Trade Debt					551.20
Mcmaster-Carr Inc. - SH PO BOX 7690 CHICAGO, IL 60680-7690	-						
Account No.		5/10/2011 Trade Debt					213.20
Medco Supply Company P.O. BOX 21773 CHICAGO, IL 60673-1217	-						
Account No.		Trade Debt					18.52
Meeks P.O. Box 255749 Sacramento, CA 95865-5749	-						
Account No. 15818		May, June 2011 Trade Debt					175.03
Merced Auto & Truck Parts-LM 829 Martin Luther King Jr Way Merced, CA 95340	-						
Sheet no. <u>22</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	<u>957.95</u>		

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
							224,729.00	
Account No.								
Merced Irrigation District - LM 9090 Lake McClure Road Snelling, CA 95369	-		11/10, 12/10, 3/11, 4/11 Claim under expired lease. Subject to setoff.		X			
Account No. Dealer # 95463			June/July Trade Debt					
Mercury Marine - SH 24751 Network Place CHICAGO, IL 60673-1247	-						2,124.07	
Account No.			Potential Claim					
John Miller 240 Hillcrest Rd. San Carlos, CA 94070	-				X	X	X	
Account No. 052440-00			June/July Trade Debt					0.00
Mission Linen & Uniform Service 136 Coyado Ave Modesto, CA 95350	-							242.04
Account No.			May 2011 Trade Debt					
Modesto Disposal Services PO Box 78251 Phoenix, AZ 85062-8251	-							1,895.70
Sheet no. <u>23</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)				228,990.81

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		A				
Mother Lode Propane - NM 2892 S. Highway 49 Suite 2 Angels Camp, CA 95222	(A)	-				663.29
Account No.		Trade Debt				
Natural Tease 1600 Acoma West Blvd, #50 LAKE HAVASU CITY, AZ 86403		-				748.99
Account No.		Trade Debt				
NorCal Oil, Inc. dba Oilstop - SH 724 S Central Ave Ste 215 Medford, OR 97501		-				31.95
Account No.		May 2011 Trade Debt				
North State Ice - SH 1124 Continental St. REDDING, CA 96001		-				1,039.20
Account No.		6/23 Trade Debt				
Office Depot PO BOX 689020 DES MOINES, IA 50368-9020		-				568.69
Sheet no. <u>24</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>3,052.12</u>

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							3,404.76
Account No.							
Pacific Gas & Electric BOX 997300 Sacramento, CA 95899-7300		-					
Account No. E103176			May 2011 Trade Debt				
Paint Mart 2330 Larkspur Ln. REDDING, CA 96002		-					0.00
Account No.		A					
Palo Cedro Auto Parts P.O. Box 134 Palo Cedro, CA 96073	(A)	-					25.49
Account No. 40722			May 2011 Trade Debt				
Phil's Propeller Service- SH 3037 Twin View Blvd. SHASTA LAKE,, CA 96019		-					670.00
Account No.			May/June Trade Debt				
Port Supply PO BOX 50060 WATSONVILLE, CA 95077-5060		-					408.89

Sheet no. 25 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 4,509.14

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UNL IQU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
							67.00
Account No.			4/30/2011 Trade Debt				
Pre-Employ.Com, Inc. P.O. BOX 491570 REDDING, CA 96049	-						
Account No. Acct R2045			July Trade Debt				
Redding Telephone Answering Serv. 1410 Elmwood Redding, CA 96099-0965	-						138.69
Account No.			Trade Debt				
Redding Yamaha Sea Doo, Inc. P.O. BOX 796 SHASTA LAKE CITY, CA 96019	-						209.87
Account No. 10060499			April 2011 Trade Debt				
Reef World Headquarters 13911 Collections Center Dr Chicago, IL 60693	-						12,727.14
Account No.			5/13/2011 Repair Contract.		X		
Relay Electric - NM 14923 Potato Ranch Road Sonora, CA 95370	-						50,100.00
Sheet no. <u>26</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			63,242.70

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGEN T	UNL IQUID ATE D	DIS PUTED	AMOUNT OF CLAIM
Account No.						
Revolution Eyes 5138 Sunset Blvd. #17 HOLLYWOOD, CA 90027	-	July Trade Debt				822.00
Account No.						
Ron Howenstine-LM Pest Control Company Snelling, CA 95369	-	Trade Debt				130.00
Account No. 4811-39661-002 eff09		Trade Debt				1,720.81
S E I Solid Waste - NM A Waste Connections Co PO Box 8 Arnold, CA 95223-0008	-	Trade Debt				2,275.00
Account No. Cust Code: SHARES		Trade Debt				
Sacramento Magazines Corp. 706 56th Street, Suite 210 Sacramento, CA 95819	-	Trade Debt				948.37
Account No.		Trade Debt				
Scotts Distributing - NM PO Box 481 Angels Camp, CA 95222	-	Trade Debt				

Sheet no. **27** of **38** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) **5,896.18**

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community				AMOUNT OF CLAIM
			CONT INGE NT	UN LIQ UI D ATE D	DIS PUT ED	
Account No.		June 2011 Trade Debt				238.58
Sentinel Sales, Inc. 1666 E. Cypress #16 Redding, CA 96002	-					
Account No. Water system & Food Oper Jones		Trade Debt				
Shasta County Dept of Resource Mgmt 1855 Placer St Redding, CA 96001	-					525.52
Account No.		Trade Debt				
Shasta Lake Printing & Graphic PO BOX 920 PALO CEDRO, CA 96073	-					75.78
Account No. Acct 6669-7206-2		Trade Debt				
Sherwin Williams - LM 2160 G St. Merced, CA 95340-3995	-					456.62
Account No. NMLM		Trade Debt				
Sierra Foothill Laboratory-NM PO Box 1268 Jackson, CA 95542	-					69.00
Sheet no. <u>28</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				1,365.50

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C DEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							0.00
Account No.			1/19/2011 Trade Debt				
Sierra Lodestar P O Box 1197 San Andreas, CA 95249	-						
Account No.			5/16/2011 Trade Debt				
Signal Service Inc.- NM PO Box 38 Vallecito, CA 95251	-						363.00
Account No.			Trade Debt				
Signsations 2550 Alfreda Way Redding, CA 96002	-						801.71
Account No.			Potential Claim				
Larry Slate 8760 E Voo LeGrand Le Grand, CA 95333	-			X	X	X	
Account No. Limited Partner Smith			9/30/2009 Subordinated loan to Partnership at Bank's Demand				0.00
David M. Smith 1110 W Kettleman Ln, #20B Lodi, CA 95240	-			X			
Sheet no. <u>29</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			27,261.71
							26,097.00

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. Limited Partner Smith		9/30/2009-5/31/2011 Interest on Subordinated loan to Partnership at Bank's Demand		X		5,513.77
David M. Smith 1110 W Kettleman Ln, #20B Lodi, CA 95240	-					
Account No. account # 5796		Trade Debt				
Southern Wine & Spirits of Ca. P.O. Box 61000, Dept 1915 SAN FRANCISCO, CA 94161-1915	-					1,646.91
Account No.		5/9, 6/2 Trade Debt				
Staples Dept 82-0006680789 Des Moines, IA 50368-9020	-					922.11
Account No. Limited Partner Stevens		9/30/2009 Correct Address Only				
Richard Stevens 760 Maplewood Dr Lodi, CA 95240	(C)					0.00
Account No.		Trade Debt				
Sunchine Autographics & Signs Inc - SH 4504-31st Street Vernon, British Columbia V1T 5J9	-					1,277.78
Sheet no. 30 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			9,360.57

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONT INGEN T	UNL IQU IDA TE D	DIS PUT ED
Account No. Sunrise Environmental-SH PO BOX 10207 RENO, NV 89510	-	5/4/2011 Trade Debt			75.04
Account No. Svendsen's Marine 1851 Clement Ave. Alameda, CA 94501	-	A			181.15
Account No. 115360 Sysco Food Services - LM PO Box 729 Modesto, CA 95353-0729	-	May, June, July Trade Debt			3,973.73
Account No. The McMullen Company Inc.-NM 1260 Lake Boulevard Suite 250 Davis, CA 95616-5668	-	5/1/2007 Trade Debt			0.00
Account No. Tire Distribution Systems - LM Dept 530 Denver, CO 80291-0530	-	Trade Debt			325.18
Sheet no. 31 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		4,555.10

In re Shasta Lake Resorts, LP,
Debtor

Case No. 11-37221

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community				AMOUNT OF CLAIM
			CONT INGE NT	UNL IQU IDA TED	DIS PUTED	
Account No.						
Tom Coss Fishing - LM 1773 Grant Street Santa Clara, CA 95050	-	5/2/2011 Trade Debt				210.10
Account No. 21800		May 2011 Trade Debt				
Trans Pacific Distributors 1941 Walters Court Suite G Fairfield, CA 94533	-	Trade Debt				251.79
Account No.						
Triangle Sport Headwear Co., Inc. 8315 WEST 20TH AVE HIALEAH, FL 33014-3296	-	Trade Debt				329.20
Account No.						
Trisha Waldron Designs 419 Kansas City Street Rapid City, SD 57701	-	Trade Debt				702.00
Account No.						
Trivent P.O. BOX 4466 THOUSAND OAKS, CA 91359-1466	-	Trade Debt				106.20

Sheet no. 32 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	<u>1,599.29</u>
----------------------------------	-----------------

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGE NT	UNL IQU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
							450.00
Account No.	-		June Trade Debt				
Turlock Journal - SH P O Box 800 Turlock, CA 95381	-						
Account No.	-		2/12/2010 Trade Debt				
Twin Anchors Marine 101 Martin St Sicamous, BC	-						360.00
Account No. 4798 5100 4328 5051	-		5/3/2011 Trade Debt				
Umpqua Bank- SH Cardmember Service P.O. Box 790408 St Louis, MO 63179-0408	-						35,000.00
Account No.	-		Trade Debt				
United Grocers, Inc. PO BOX 910948 LOS ANGELES, CA 90091-0948	-						54.93
Account No. Shipper 95413E	-		Trade Debt				
United Parcel Service PO BOX 894820 LOS ANGELES, CA 90189-4820	-						7.69
Sheet no. <u>33</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			<u>35,872.62</u>

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W B J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGEN T	UNL IQU ID ATE D	DIS PUTE D	AMOUNT OF CLAIM
Account No.		A				
United Rentals 3040 Crossroads Dr. Redding, CA 96003 (A)	-					223.17
Account No.		Potential Claim				
David & Joann Val Vliet P.O. Box 720 Ripon, CA 95366	-		X	X	X	0.00
Account No. 5663		June Trade Debt				
Valley Wide Beverage 4010 E. Hardy Ave. Fresno, CA 93725	-					461.50
Account No.		June 2011 Trade Debt				
Verve Networks P O Box 690250 Stockton, CA 95269-0250	-					0.00
Account No.		2/11-5/11 Notice				
Vestra Resource, Inc. 5300 AVIATION DR REDDING, CA 96002	-					0.00
Sheet no. 34 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			684.67

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UN LIQUIDATED	D ISPUTED	AMOUNT OF CLAIM
Account No. Acct 270446		Trade Debt				
Volvo Penta Of The Americas PO BOX 751014 Charlotte, NC 28275	-					430.00
Account No. cust: 22555		Trade Debt				
Volvo Rents - LM 101 S Hwy 59 Merced, CA 95340	-					534.81
Account No.		Potential Claim		X	X	
Vaughn Von Allman 6939 N. Fairfax Ave. Firebaugh, CA 93622	-			X	X	0.00
Account No. Limited Partner WRI		9/30/2009 Subordinated loan to Partnership at Bank's Demand		X		
Water Resorts Inc 1110 W Kettleman Ln, #20B Lodi, CA 95240	-					34,379.00
Account No. Limited Partner WRI		9/30/2009-5/31/2011 Interest on Subordinated loan to Partnership at Bank's Demand		X		
Water Resorts Inc 1110 W Kettleman Ln, #20B Lodi, CA 95240	-					7,263.60
Sheet no. 35 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			42,607.41

In re **Shasta Lake Resorts, LP**Case No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
Water Sports LLC 12127 B Galena Rd Plano, IL 60545	-		May/June 2011 Trade Debt				1,391.88
Account No.		A					
Weber-Stephen Products Co. P.O. Box 96439 Chicago, IL 60693-6439	(A)						49.03
Account No.							
West Coast Paper 4041 Eastside Rd Redding, CA 96001	-		May, June, July Trade Debt				2,811.07
Account No. new vendor jan 2010			Trade Debt				
West Steel & Plastics, Inc. 1252 Lander Ave Turlock, CA 95380-5823	-						2.06
Account No.							
Western Bait Farm 3211 Veda Street REDDING, CA 96001	-		June July, 2011 Trade Debt				426.90

Sheet no. 36 of 38 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 4,680.94

In re **Shasta Lake Resorts, LP**Case No. **11-37221**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INU ING E N T	UNL IQU ID AT ED	DIS PUT ED	AMOUNT OF CLAIM
						Trade Debt
Account No. Wet Products 5 AUTRY IRVINE, CA 92618	-					767.00
Account No. Whispering Pines Sandwich Co 1550 Schwab Street # 1 RED BLUFF, CA 96080	-	Trade Debt				58.26
Account No. Bud Klein Note, 60% interest	-	Original note @ 2005 for \$946374, paid to bal of 657519.08, sold in part to name Buyout of Partner's interest in Shasta Lake Resorts LP. Note sold to group consisting of Woodard Family Trusts, DMS Property Trust, Cantrell, & Carl 11/30/09	X			483,276.65
Account No. Limited Partner Woodard	-	9/30/2009 Subordinated loan to Partnership at Bank's Demand	X			102,720.00
Account No. Limited Partner Woodard	-	9/30/2009-5/31/2011 Interest on Subordinated loan to Partnership at Bank's Demand	X			21,702.68
Sheet no. 37 of 38 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			608,524.59

In re Shasta Lake Resorts, LPCase No. 11-37221

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C O D E B T R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM				
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No. Bud Klein Note, 7% interest		Original note @ 2005 for \$946374, paid to bal of 657519.08, sold in part to name Buyout of Partner's interest in Shasta Lake Resorts LP. Note sold to group consisting of Woodard Family Trusts, DMS Property Trust, Cantrell, & Carl 11/30/09		X			56,382.28
Account No.							
Account No.							
Account No.							
Account No.							
Sheet no. <u>38</u> of <u>38</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				56,382.28
			Total (Report on Summary of Schedules)				2,196,804.19

United States Bankruptcy Court
Eastern District of California

In re Shasta Lake Resorts, LP

Debtor(s)

Case No. 11-37221
Chapter 11

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

- None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$6,408,168.00	2009 Gross Income
\$7,552,161.00	2010 Gross Income
\$1,348,799.00	2011 Gross Income through May

2. Income other than from employment or operation of business

- None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

- a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT STILL OWING
---------------------------------	----------------------	-----------------------

None

- b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attachment SOFA 3.b filed 7/13/11.		\$0.00	\$0.00

None

- c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See Attachment SOFA 3.c filed 7/13/11.		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

- a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Shasta Lake Resorts v. Kenneth Tellstrom; #171875	Complaint to Impose Prescriptive Easement and for Damages	Shasta County Superior Court, 1500 Court St., Redding, 96001	Pending

None

- b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---------------------------------------------------------------------	-----------------	--------------------------------------

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------------	------------------------------------------------------------------	-----------------------------------

6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	---------------------------------------------------	---------------	-----------------------------------

7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Blackhawk Food, Wine & Film Festival			(& Danville/Sycamore Valley Rotary) One Day Bluewater Ski Boat Rental

KLAD FM Houseboat Giveaway	One Week Odyssey houseboat rental through June 30, 2011
-----------------------------------	---------------------------------------------------------

Sunny 102 FM Modesto Houseboat Giveaway	One Week Odyssey houseboat rental Aug 19, 2011 through December 31, 2011
------------------------------------------------	--------------------------------------------------------------------------

Sunny 102 FM Modesto Houseboat Giveaway	One Week Odyssey houseboat rental Aug 19, 2011 through December 31, 2011
------------------------------------------------	--------------------------------------------------------------------------

8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
New Melones Lake Marina, Extensive damage to docks and slips.	Major storms during winter of 2011 caused an estimated \$200,000 to \$400,000 damage to docks, private customer boats, slips, store and electrical at New Melones Lake Marina. Covered by insurance except for \$15,000 deductible.	
Lake McClure Marinas, embezzlement and fraud issue with former Boatyard Manager and Operator, William "Bill" Hill. Loss includes prepayments for work actually performed by SLR/LMBY that went to Mr. Hill & his own business, Emerald Bay Houseboats, and labor and materials paid by SLR/LMBY for which SLR cannot collect. Also includes materials Mr. Hill took from the LMBY yard belonging to SLR. Loss estimated between \$100k to \$300k.	Some of loss may be covered by insurance, unknown at this time. Ins. Co. is Chubb Group of Ins. Co., Jean Nolan Fidelity Claims Examiner, 82 Hopmeadow St., Simsbury, CT 06070.	Approximately October 2009-November 2010

9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
DOWNEY BRAND LLP 621 CAPITOL MALL, 18TH FLOOR SACRAMENTO, CA 95814-4719	6/14/2011	\$90,000.00

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	----------------------------------------------------------------------------------	------------------------------------

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
----------------------------------------------	---------------------------------------------------------------	-------------------------	---------------------------------------

13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR Bank of America 800 Fifth Ave., Fl. 13 Seattle, WA 98104	DATE OF SETOFF 6/30/2011	AMOUNT OF SETOFF \$24,994.42
-------------------------------------------------------------------------------------------------------	------------------------------------	----------------------------------------

14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Sugar Loaf Resort 22300 Jones Valley Marina Drive Redding, CA 96003	Shasta County Dept of Resource Mgmt 1855 Placer Street Redding, CA 96001-0000	11/24/98	Underground Storage Tanks
Sugar Loaf Resort 19665 Lakeshore Drive Lakehead, CA	Shasta County Dept of Resource Mgmt 1855 Placer Street Redding, CA 96001-0000	8/3/99	Underground Storage Tanks
Sugar Loaf Marina 22300 Jones Valley Marina Drive Redding, CA 96003	CA Regional Water Quality Control Board 415 Knollcrest Drive, Suite 100 Redding, CA 96002-0000	3/28/01	Underground Storage Tank
New Melones Lake Marina 6503 Glory Hole Road Angels Camp, CA 95222	Calaveras County District Attorney 891 Mountain Ranch Rd San Andreas, CA 95249-0000	6/10/2010	Stipulated Judgment 10 CV 37016

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
None	c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.		
NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION	
CA Regional Water Quality Control Board 415 Knollcrest Drive, Suite 100 Redding, CA 96002	UST Case No. 45268	PSA Work Plan Submitted	
Calaveras County District Attorney 891 Mountain Ranch Road San Andreas, CA 95249	10 CV 37016	Stipulated Judgment	

18 . Nature, location and name of business

None

- a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF
SOCIAL-SECURITY OR
OTHER INDIVIDUAL
TAXPAYER-I.D. NO.
NAME (ITIN)/ COMPLETE EIN

ADDRESS

BEGINNING AND
ENDING DATES

NATURE OF BUSINESS

None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Richard A. Stevens, CPA
760 Maplewood Drive
Lodi, CA 95240

DATES SERVICES RENDERED
Tax Preparation

Yvonne M. Cantrell, CMA
1110 West Kettleman Lane, Ste 20B
Lodi, CA 95240

Daily Bookkeeping

Kemper CPA Group LLP
Lammert Van Laar
3031 West March Lane, Ste 133 South
Stockton, CA 95219

Annual Financial Stmt Compilatn '10

Sasaki Accounting Corp.
Bruce Sasaki
1806 West Kettleman Lane, Ste G
Lodi, CA 95242

Annual Financial Statement Review '09

- b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
None <input type="checkbox"/>	c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.	
NAME Shasta Lake Resorts, LP	ADDRESS 1110 W. Kettleman Lane, Ste. 20B Lodi, CA 95240	
Water Resorts Inc.	1110 West Kettleman Lane, Ste. 20B Lodi, CA 95240	
None <input type="checkbox"/>	d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.	
NAME AND ADDRESS Mercury Marine/Brunswick Janet, Credit Analyst 24751 Network Place Chicago, IL 60673	DATE ISSUED 1Q 2011	
Richard A. Stevens, CPA 760 Maplewood Drive Lodi, CA 95240	5/5/11	
Don Carl 6333 Pacific #555 Stockton, CA 95207	5/5/11	
Water Resorts Inc. Dave Smith 1110 W Kettleman Lane, Ste. 20B Lodi, CA 95240	7/18/11 and prior	
Michael Crete 1826 W. Kettleman Lane, Ste D Lodi, CA 95242	5/5/11	
Michael Han 22300 Jones Valley Marina Dr Redding, CA 96003	5/2011	
David M. Smith 1110 W Kettleman Lane, Ste. 20B Lodi, CA 95240	5/2011	
Maynard S. Woodard Steve Woodard 1110 W Kettleman Lane, Ste. 20B Lodi, CA 95240	5/2011	
US Dept. of Agriculture/US Forest Service Kristi Contini 14225 Holiday Road Redding, CA 96003	5/2011	
United States, Bureau of Reclamation William Brown, Chief Park Ranger 6850 Studhorse Flat Road Sonora, CA 95370	5/5/2011	
Merced Irrigation District Attn: Jay Mills, Dir. of Parks & Rec P. O. Box 2288 Merced, CA 95344	5/5/11	

NAME AND ADDRESS	DATE ISSUED
Bank of America	
Attn: Suzanne Perkins, VP & Portfolio	6/16/11
Fifth Avenue Plaza	
800 Fifth Avenue, 13th Flr.	
Seattle, WA 98104-3716	
Capax	12/2/10
Attn: Barbara Galgiani, Agent	
P. O. Box 3231	
Modesto, CA 95353	
Western Marine Insurance	4Q 2010
Attn: RJ Lorenzi	
P. O. Box 208016	
Stockton, CA 95208	
Moss Adams CPA	4Q 2010
Attn: Dan Nutley, CPA	
3121 West March Lane, Ste. 100	
Stockton, CA 95219	
Bowman & Company LLP	4Q 2010
Attn: Dan Phelps, CPA	
10100 Trinity Parkway, Ste. 310	
Stockton, CA 95219	
Roger A. Lund, CPA	4Q 2010
2155 West March Lane, Ste. 2C	
Stockton, CA 95207	
Umpqua Bank	
Attn: John Tudor	
89 Lakewood Mall	
Lodi, CA 95242	
Central Valley Community Bank	Spring 2011
Attn: Linda Tashima Ogata	
2800 West March Lane, Ste. 120	
Stockton, CA 95219	
Don G. Nelson	
204 St. James Drive	
Oakland, CA 94611	
JB Hunt dba The Development Group	
6423 Faustino Way	
Sacramento, CA 95831	
Newport Consulting Group	4Q 2010
Attn: Brian Newport	
3031 West March Lane, Ste. 210	
Stockton, CA 95219	
TUI Marine	12/21/10
Attn: Peter Cochrane/Lex Raas	
93 North Park Place Blvd.	
Clearwater, FL 33759	
Phillip S. Estes, Horizon Holdings LLC	4/12/11
1 Bush Street, Ste. 650	
San Francisco, CA 94104	
Meridan Merchant Services	8/2010
Attn: Cody Johnson	
195 Matterhorn Drive	
Park City, UT 84098	
State Board of Equalization	3/8/11
P. O. Box 492529	
Redding, CA 96049	

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---------------------------------------------------------------------

See SOFA Attachment 20 filed 7/13/11.

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	------------------------------------------------------

See SOFA Attachment 20 filed 7/13/11.

	Water Resorts Inc. 1110 W. Kettleman Lane, Ste. 20B Lodi, CA 95240
--	---------------------------------------------------------------------------------

21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
David M. Smith c/o Water Resorts Lodi, CA 95240	Limited Partner	5.20
Don Carl 6333 Pacific #555 Stockton, CA 95207	Limited Partner	1.57
Maynard S. Woodard c/o Water Resorts, Inc. 1110 W. Kettleman Lane, #D Lodi, CA 95240	Limited Partner	20.46
Michael Crete 1826 W. Kettleman Lane, #D Lodi, CA 95242	Limited Partner	63.37
Michael J. Han 22300 Jones Valley Marine Dr Redding, CA 96003	Limited Partner	2.15
Richard S. Stevens 760 Maplewood Redding, CA 96003	Limited Partner	.40
Water Resorts, Inc. 1110 W. Kettleman Lane, #20B Lodi, CA 95240	General Partner	6.85

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	---------------------------------------------

22. Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23. Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
-----------------------------------------------------------	-----------------------------------	------------------------------------------------------------

See Exhibit SOFA 23 filed 7/13/11.

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

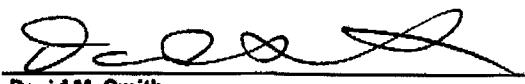
- None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 8/8/11

Signature 

David M. Smith
Pres of Water Resorts, Gen Part of Shasta Lake
Resorts LP

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571